RAILEASE

Inc Business Center Building P.O. Box 1518 Bellevue, Washington 98009 Telephone (206)455-7400

RECORDATION SID. 1216 Filed Page

SEP 28 1987 - 11 20 AM

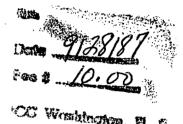
September 18, 1987

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: RAILEASE Inc Equipment Trust

1980 Series 3 - Amendment Agreement



Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation Eight (8) executed counterparts of an Amendment Agreement dated as of September 18, 1987 to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee, and RAILEASE Inc., a Washington Corporation.

The addresses of the parties are as follows:

RAILEASE Inc 777 - 106th Avenue N.E. Bellevue, Washington 98004

THE CONNECTICUT BANK AND TRUST COMPANY One Constitution Plaza Hartford, Connecticut 06115

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 a.m. and assigned recordation number 12767. We request that this Amendment Agreement be assigned the next available letter designations under that primary number.

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement changes the road numbers of cars LRWN 9015, 9029, 9032, 9034 and 9047 under the Equipment Trust Agreement to WCRC 1035, 1036, 1040, 1038 and 1034 respectively, and ONW 2025, 2027-2030, 2032, 2034-36, 2050, 2055, 2058, 2060, 2062-64, 2066, 2068, 2078-79, 2081, 2084, 2087-90, 2092-93, 2096 and 2098, all inclusive, to LRWN 9051-9080 (inclusive) respectively.

Enclosed is a check for \$10 to cover the ICC recordation fees.

Following recordation, you are hereby requested to return seven (7) executed counterparts of the Amendment Agreement and this letter with filing data recorded thereon to the undersigned representative of RAILEASE Inc, who is transmitting this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

Βv

Treasurer

Attachments: Amendment Agreement, 8 Counterparts

Railease Filing Fee Check

Copies of ICC Transmittal Letter

Exhibit A to ICC Transmittal Letter

SCHEDULE A

Exhibit A

to

Amendment Agreement Dated as of September 18, 1987

Description of Trust Equipment

				Current	New
		•	AAR	Initials &	Initials &
			Mechanical	Car Numbers	Car Numbers
Quantity*	Specification	Description	Designation	(all inclusive)	(all inclusive)
50	PACCAR Inc	60 ft 6 in	FB or FBS	ONW 2025	LRWN 9051
	PC-711	100 ton		ONW 2026	
		Bulkhead		ONW 2027	LRWN 9052
		Flat Cars		ONW 2028	LRWN 9053
				ONW 2029	LRWN 9054
				ONW 2030	LRWN 9055
				ONW 2031	
				ONW 2032	LRWN 9056
				ONW 2033	
				ONW 2034	LRWN 9057
				ONW 2035	LRWN 9058
				ONW 2036	LRWN 9059
				ONW 2037	
				ONW 2038	
				ONW 2050	LRWN 9060
		,		ONW 2052	
				ONW 2055	LRWN 9061
				ONW 2058	LRWN 9062
				ONW 2060	LRWN 9063
				ONW 2062	LRWN 9064
				OWN 2063	LRWN 9065
				ONW 2064	LRWN 9066
				OWN 2065	
				OWN 2066	LRWN 9067
				ONW 2068	LRWN 9068
				ONW 2069	
				ONW 2070	
		•		ONW 2071	
				ONW 2073	
				ONW 2074	
				ONW 2076	
				ONW 2078	LRWN 9069
				ONW 2079	LRWN 9070
				ONW 2080	
				ONW 2081	LWRN 9071
				ONW 2082	
				ONW 2083	
				ONW 2084	LRWN 9072
				ONW 2085	
				ONW 2086	
				ONW 2087	LRWN 9073
				ONW 2088	LRWN 9074
				ONW 2089	LRWN 9075
				ONW 2090	LRWN 9076
				-	

SCHEDULE A (Continued)

Page Two

Page Two				Current	New
Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers (all inclusive)	Initials & Car Numbers (all inclusive)
				ONW 2092 ONW 2093 ONW 2096 ONW 2097 ONW 2098	LRWN 9077 LRWN 9078 LRWN 9079
				ONW 2098	LKWN 9000
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000-4099	
15	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485-499	
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301-1303 1305 1307 1309-1313 1316 1318-1322 1325 1327-1328 1330-1336 1339 1341-1344 1346-1347 1349-1350	
150	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101-1250	· .
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	нт	SCTR 1205 1212 1219-1220 1222 1231 1235 1249 1257 1261 1264 1268 1271 1278	

Page Three					
			330	Current	New
			AAR Maalaani aa l	Initials & Car Numbers	Initials & Car Numbers
O	Specification	Description	Mechanical		(all inclusive)
Quantity*	Specification	Descripcion	Designation	(dil inclusive)	(dir inclusive)
32	PACCAR Inc	60 ft 6 in	FB or FBS	LRWN 9001	
	PC-711	100 ton		LRWN 9002	
		Bulkhead		LRWN 9003	
		Flat Cars		LRWN 9006	
				LRWN 9007	
				LRWN 9009	
				LRWN 9010	
				LRWN 9011 LRWN 9012	
				LRWN 9012 LRWN 9014	
•				LRWN 9014 LRWN 9015	WCRC 1035
				LRWN 9017	Were 1033
				LRWN 9018	
				LRWN 9019	
				LRWN 9021	
				LRWN 9022	
				LRWN 9023	
				LRWN 9024	
				LRWN 9025	
				LRWN 9027	
				LRWN 9029	WCRC 1036
				LRWN 9030	
				LRWN 9031	trana 1040
				LRWN 9032	WCRC 1040
				LRWN 9033 LRWN 9034	WCRC 1038
•				LRWN 9034 LRWN 9035	WCRC 1038
				LRWN 9036	
				LRWN 9041	
				LRWN 9042	
				LRWN 9047	WCRC 1034
				LRWN 9050	
18	PACCAR Inc	60 ft 6 in	FB or FBS	WCRC 1000	
	PC-711	100 ton		WCRC 1003	
		Bulkhead		WCRC 1004	
		Flat Cars		WCRC 1005 WCRC 1006	
				WCRC 1000	
				WCRC 1010	
				WCRC 1012	
				WCRC 1016	
				WCRC 1017	
				WCRC 1018	
				WCRC 1019	
				WCRC 1020	
				WCRC 1021	
				WCRC 1022	
				WCRC 1023	
				WCRC 1024 WCRC 1025	
				HONG EUZJ	

^{*}Subject to change according to aggregate Cost and available deposited Cash.

Interstate Commerce Commission Washington, A.C. 20423

OFFICE OF THE SECRETARY

J. J. Waggoner
Treasurer
Business Center Building
P.O.Box [5]8
Bellevue, WA 98009

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/87 at]]:20AM , and assigned re-recordation number(s). 12767-P

Sincerely yours,

Mareta R. M. See Secretary

Enclosure(s)

RECORDATION NO. 13767 Filed 123

SEP 28 1987 -11 20 AM

AMENDMENT AGREEMENT dated as of September 18, 1987
between RAILEASE Inc ("Company") and MERSTATE COMMENS. AND
TRUST COMPANY, as Trustee ("Trustee") under an Equipment Trust
Agreement dated as of September 30, 1980 between the Company
and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended the "Trust Agreement") dated as of September 30, 1980 (RAILEASE Inc Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. \$11303 on January 14, 1981 at 9:40 a.m., and assigned recordation number 12767;

WHEREAS the Company desires to change the car initials and numbers of certain units of Trust Equipment referred to in the Trust Agreement, in connection with lease thereof to a different railroad lessee;

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

- 1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
- 2. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.
- 3. Except as amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.
- 4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

RAILEASE Inc

[Corporate Seal]

Attest:

President

Secretary Secretary

THE CONNECTICUT BANK AND TRUST COMPANY, Trustee

[Corporate Seal]	By Comments
·	Authorized Officer
Attest:	
Authorized Officer	
STATE OF WASHINGTON)	
) ss.:	
COUNTY OF KING)	
appeared R.W. Dickey , to me duly sworn, says that he is of the seals affixed to the foreseal of said Corporation and the sealed on behalf of said Corporation.	r, 1987, before me personally o me personally known, who being by President of RAILEASE Inc, that one egoing instrument is the corporate at said instrument was signed and ation by authority of its Board of hat the execution of the foregoing deed of said Corporation.
•	<i>d</i>
	Aveir J. Farmer
[Notarial Seal]	Notary Public
My Commission Expires 10/26/87	
STATE OF CONNECTICUT)	
) ss.:	
CITY OF HARTFORD)	
	· ·

[Notarial Seal]

My Commission Expires

free act and deed of said Corporation.

NANCY C. HOSKINS

NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1992

On this 35th day of Sart, 1987, before me personally appeared

Authorized Officer of the CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corportion and that said instrument was signed and sealed on behalf of said Corporation by authority of its By-Laws, and he

acknowledged that the execution of the foregoing instrument was the

, who being by me duly sworn, says he is an

SCHEDULE A

Exhibit A

to

Amendment Agreement
Dated as of September 18, 1987

Description of Trust Equipment

Quantity*	<u>Specification</u>	Description	AAR Mechanical Designation	Current Initials & Car Numbers (all inclusive)	New Initials & Car Numbers (all inclusive)
50	PACCAR Inc	60 ft 6 in	FB or FBS	ONW 2025	LRWN 9051
30	PC-711	100 ton	rb OI rbb	ONW 2025 ONW 2026	ERWN 9091
	FC-/11	Bulkhead		ONW 2027	LRWN 9052
		Flat Cars		ONW 2027 ONW 2028	LRWN 9053
		ride cars		ONW 2029	LRWN 9054
		•		ONW 2030	LRWN 9055
				ONW 2031	Limit 3033
				ONW 2032	LRWN 9056
				ONW 2033	2211121 3030
				ONW 2034	LRWN 9057
				ONW 2035	LRWN 9058
				ONW 2036	LRWN 9059
				ONW 2037	
				ONW 2038	
	•			ONW 2050	LRWN 9060
				ONW 2052	
				ONW 2055	LRWN 9061
				ONW 2058	LRWN 9062
				ONW 2060	LRWN 9063
				ONW 2062	LRWN 9064
				ONW 2063	LRWN 9065
				ONW 2064	LRWN 9066
				ONW 2065	
				ONW 2066	LRWN 9067
				ONW 2068	LRWN 9068
				ONW 2069	
				ONW 2070	
				ONW 2071	
				ONW 2073	
				ONW 2074	
				ONW 2076	
				ONW 2078	LRWN 9069
				ONW 2079	LRWN 9070
				ONW 2080	11/DN 0071
				ONW 2081	LWRN 9071
				ONW 2082	
				ONW 2083 ONW 2084	I DUNI OO72
				ONW 2084 ONW 2085	LRWN 9072
				ONW 2085 ONW 2086	
				ONW 2086 ONW 2087	LRWN 9073
				ONW 2087 ONW 2088	LRWN 9073
•				ONW 2089	LRWN 9075
				ONW 2090	LRWN 9076
				02.77 2000	

SCHEDULE A (Continued) Page Two

Page Two				Current	New
Quantity*	Specification	Description	AAR Mechanical Designation	Initials & Car Numbers	Initials & Car Numbers (all inclusive)
				ONW 2092 ONW 2093 ONW 2096 ONW 2097 ONW 2098	LRWN 9077 LRWN 9078 LRWN 9079
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead	FB or FBS	ONW 2099 TOE 4000-4099	
15	PACCAR Inc PC-711	Flat Cars 60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485-499	
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301-1303 1305 1307 1309-1313 1316 1318-1322 1325 1327-1328 1330-1336 1339 1341-1344 1346-1347 1349-1350	
150	PACEAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101-1250	
14 .	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205 1212 1219-1220 1222 1231 1235 1249 1257 1261 1264 1268 1271 1278	

Page Three				Commont	Nov
		,	AAR	Current Initials &	New Initials &
			Mechanical	Car Numbers	Car Numbers
Quantity*	Specification	Description		(all inclusive)	
Quantity* 32	PACCAR Inc PC-711	Description 60 ft 6 in 100 ton Bulkhead Flat Cars	Designation FB or FBS	LRWN 9001 LRWN 9002 LRWN 9003 LRWN 9006 LRWN 9007 LRWN 9009 LRWN 9010 LRWN 9011 LRWN 9011 LRWN 9012 LRWN 9014 LRWN 9015 LRWN 9017 LRWN 9018 LRWN 9019 LRWN 9021 LRWN 9021 LRWN 9022 LRWN 9022 LRWN 9023 LRWN 9024 LRWN 9025 LRWN 9027 LRWN 9027 LRWN 9029 LRWN 9030 LRWN 9031 LRWN 9031 LRWN 9033 LRWN 9034 LRWN 9035	WCRC 1035 WCRC 1036 WCRC 1040 WCRC 1038
18	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	LRWN 9035 LRWN 9036 LRWN 9041 LRWN 9042 LRWN 9047 LRWN 9050 WCRC 1000 WCRC 1003 WCRC 1004 WCRC 1005 WCRC 1006 WCRC 1010 WCRC 1010 WCRC 1010 WCRC 1012 WCRC 1016 WCRC 1017 WCRC 1018 WCRC 1019 WCRC 1019 WCRC 1020 WCRC 1021 WCRC 1022 WCRC 1023 WCRC 1024 WCRC 1025	WCRC 1034

^{*}Subject to change according to aggregate Cost and available deposited Cash.